

BLANK ROME LLP  
Proposed Attorneys for Debtor  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174  
(212) 885-5000  
Marc E. Richards  
Joel C. Shapiro  
Scott F. Budzenski

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
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METROPOLITAN 885 THIRD AVENUE	:	Case No. 10-16103 (SCC)
LEASEHOLD, LLC,	:	
	:	Chapter 11 Case
Debtor.	:	
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**ORDER (I) SCHEDULING A COMBINED HEARING UNDER 11 U.S.C. §  
105(d)(2)(B)(vi) TO APPROVE THE ADEQUACY OF THE SOLICITATION AND  
DISCLOSURE STATEMENT AND THE PREPETITION SOLICITATION  
PROCEDURES AND TO CONFIRM THE PREPACKAGED CHAPTER 11 PLAN OF  
REORGANIZATION, (II) ESTABLISHING DEADLINES AND PROCEDURES FOR  
FILING OBJECTIONS TO THE APPROVAL OF THE SOLICITATION AND  
DISCLOSURE STATEMENT OR THE PREPETITION SOLICITATION  
PROCEDURES OR CONFIRMATION OF PLAN, AND (III) APPROVING THE FORM  
AND MANNER OF NOTICE OF THE CONFIRMATION HEARING**

Upon the Motion<sup>1</sup> of the above-captioned debtor and debtor-in-possession for entry of an order (this “Order”) (i) scheduling a combined hearing (the “Confirmation Hearing”) to approve the Debtor’s Solicitation and Disclosure Statement, dated November 12, 2010 (as supplemented, the “Solicitation and Disclosure Statement”), approve the Prepetition Solicitation Procedures and consider confirmation of the Debtor’s Prepackaged Chapter 11 Plan of Reorganization dated November 12, 2010 (the “Plan”), (ii) establishing deadlines and procedures for filing objections to the approval of the Solicitation and Disclosure Statement, the Prepetition

<sup>1</sup> Capitalized terms used but otherwise not defined herein shall have the meaning ascribed to such terms in the Motion.

Solicitation Procedures or confirmation of the Plan, and (iii) approving the form and manner of notice of the Confirmation Hearing; and upon consideration of the Motion and all pleadings related thereto, including the Abikzer Affidavit; and the Court finding that (a) this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) venue of this Chapter 11 case and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409, (c) this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (d) notice of the Motion was due and proper under the circumstances; and it appearing that the relief requested in the Motion is in the best interests of the Debtor, its estates and creditors; and after due deliberation and good and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Motion is GRANTED to the extent set forth herein; and it is further

ORDERED, that a combined hearing (the “Confirmation Hearing”) will be held at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York before the Honorable Shelley C. Chapman on the 22nd day of December, 2010 at 10:00 a.m., prevailing Eastern time, or as soon thereafter as this Court’s schedule permits, to consider the adequacy of the Solicitation and Disclosure Statement and the Prepetition Solicitation Procedures and to confirm the Plan; and it is further

ORDERED, that the Confirmation Hearing may be adjourned from time to time (after consultation with Royal Bank of Canada and New Lipstick LLC) without further notice except for announcement of the adjourned date or dates in open court at the Confirmation Hearing (or any adjournments thereof) or by filing the agenda for such hearing; and it is further

ORDERED, that pursuant to Bankruptcy Rule 3017, objections, if any, to the adequacy of the Solicitation and Disclosure Statement, the Prepetition Solicitation Procedures and confirmation of the Plan shall be filed with the Bankruptcy Court so as to be received by the

Clerk of the United States Bankruptcy Court for the Southern District of New York on or before 4:00 p.m., prevailing Eastern time, December 20, 2010 (the “Objection Deadline”); and it is further

ORDERED, that all supplements to the Plan shall be filed with this Court and served by hand on U.S. Trustee (Attn: Andrea B. Schwartz) no fewer than two business days prior to the Objection Deadline and such documents shall be available from the Court Clerk’s office or from the Debtor’s counsel; and it is further

ORDERED, that all objections to the Plan, the Solicitation and Disclosure Statement or the Prepetition Solicitation Procedures shall (a) be in writing, (b) state with particularity the legal and factual basis for such objection, and in the case of an objection to the adequacy of disclosure, provide the specific text of the additional disclosures that the objecting party believes to be appropriate, (c) comply with the Bankruptcy Rules, the Local Rules of this Court and any other case management rules and orders of this Court, and (d) set forth the name of the objector and the nature and amount of any claim or interest asserted by the objector against the estate or property of the Debtor; and it is further

ORDERED, that all such objections to the Solicitation and Disclosure Statement, the Prepetition Solicitation Procedures or the Plan must be served in a manner to be actually received by each of the following persons (collectively, the “Objection Notice Parties”) by 4:00 p.m., prevailing Eastern time, on or before the Objection Deadline: (i) counsel to the Debtor: Blank Rome LLP, The Chrysler Building, 405 Lexington Avenue, New York, NY 10174, Attn: Marc E. Richards, Joel C. Shapiro and Scott F. Budzenski; (ii) Counsel to Royal Bank of Canada: Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004, Attn: Gary Kaplan and Janice Mac Avoy; (iii) Counsel to New Lipstick LLC: Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Kathrine

A. McLendon; and (iv) the U.S. Trustee: The Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, NY 10004, Attn: Andrea B. Schwartz; and it is further

ORDERED, that unless an objection is timely served and filed in accordance with this Order, it will not be considered by this Court; and it is further

ORDERED, that replies to objections received by the Objection Deadline to the adequacy of the Solicitation and Disclosure Statement, the Prepetition Solicitation Procedures or to confirmation of the Plan, if any, as well as the Debtor's notice of presentment of the draft of the confirmation order, shall be filed with this Court so as to be received by the Clerk of the United States Bankruptcy Court for the Southern District of New York, the Objection Notice Parties and the respective objectors on or before 4:00 p.m., prevailing Eastern time, December 21, 2010; and it is further

ORDERED, that the form and substance of the Solicitation Materials, attached to the Motions as Exhibits A-1 to A-2 or filed with this Court contemporaneously herewith, as the case may be, hereby are approved; and it is further

ORDERED, that the form and substance of the Mailing Notice attached to the Motion as Exhibit C and the Non-Voting Notice attached to the Motion as Exhibit D, and the notice procedures set forth in the Motion, hereby are approved; and it is further

ORDERED, that the notice of the Confirmation Hearing provided by this Order constitutes good and sufficient notice and no further notice need be given and any provision of Bankruptcy Rule 3017(d) requiring the Debtor to distribute the Solicitation and Disclosure Statement and the Plan to unimpaired creditors, any party to an unexpired lease or executory contract that is being assumed under the Plan or to parties-in-interest other than as prescribed in this order shall be waived; provided, that a Solicitation and Disclosure Statement and Plan shall be provided to any party-in-interest in this case by the Debtor upon written request to the

Debtor's counsel; and it is further

ORDERED, that the Debtor is authorized to make nonsubstantive/non-material changes, to the Solicitation and Disclosure Statement, the Plan, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Solicitation and Disclosure Statement, the Plan and any other solicitation materials prior to or subsequent to mailing (and file a blacklined copy of the same with the Court); and it is further

ORDERED, that the Debtor is authorized to combine notice of the Confirmation Hearing with the notice of the Commencement of the Chapter 11 case; and it is further

ORDERED, that the record date for determining which creditors and equity holders are entitled to receive the Mailing Notice and vote is October 31, 2010; and it is further

ORDERED, that the Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED, that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and enforcement of this Order.

Dated: November 16, 2010  
New York, New York

/s/Shelley C. Chapman  
HONORABLE SHELLEY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT C**

**Mailing Notice**

BLANK ROME LLP  
Attorneys for Debtor  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174  
(212) 885-5000  
Marc E. Richards  
Joel C. Shapiro  
Scott F. Budzenski

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
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METROPOLITAN 885 THIRD AVENUE	:	Case No. 10-16103 (SCC)
LEASEHOLD, LLC,	:	
	:	Chapter 11 Case
Debtor.	:	
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**SUMMARY OF PREPACKAGED PLAN OF REORGANIZATION AND NOTICE OF (I)  
COMMENCEMENT OF CHAPTER 11 CASE, (II) COMBINED HEARING TO  
APPROVE ADEQUACY OF SOLICITATION AND DISCLOSURE STATEMENT AND  
THE PREPETITION SOLICITATION PROCEDURES AND CONFIRMATION OF THE  
PREPACKAGED CHAPTER 11 PLAN OF REORGANIZATION, AND (III)  
ESTABLISHMENT OF OBJECTION DEADLINES**

BY ORDER OF THE UNITED STATES BANKRUPTCY COURT,  
HONORABLE SHELLEY C. CHAPMAN

**PLEASE TAKE NOTICE** that on November 16, 2010 (the “Petition Date”), Metropolitan 885 Third Avenue Leasehold, LLC (“Debtor”) filed a chapter 11 bankruptcy petition in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”). The Bankruptcy Court has scheduled a combined hearing to approve the adequacy of the Solicitation and Disclosure Statement, dated November 12, 2010, for the Solicitation of Votes with Respect to the Debtors’ Prepackaged Chapter 11 Plan of Reorganization (as supplemented, the “Solicitation and Disclosure Statement”) under title 11 of the United States Code (the “Bankruptcy Code”) and the Prepetition Solicitation Procedures and to consider confirmation of the Debtors’ Prepackaged Chapter 11 Plan of Reorganization, dated November 12, 2010 (the “Plan”) and has established the deadlines and procedures described herein.

### **Summary of Plan of Reorganization**

1. The Plan provides for (i) a reduction in the Secured Lender's Claim from \$210,000,000 to \$130,000,000 in principal amount and a repayment of the reduced claim as agreed to by the parties; (ii) cancellation of 100% of all of the Debtor's membership interests and the issuance of new membership interests to the Plan Funders (as defined in the Plan) in consideration for their new equity investment in the Debtor in an amount of approximately \$15,000,000.00 plus other amounts described in the Plan; and (iii) unimpairment of all other creditor's allowed claims. Votes on the Plan were solicited prior to the Petition Date. The following chart summarizes the treatment provided by the Plan to each class of claims and interests and indicates the acceptance or rejection of the Plan by each class entitled to vote.

<b>CLASS</b>	<b>CLASS DESCRIPTION</b>	<b>IMPAIRMENT/TREATMENT</b>	<b>ACCEPT/REJECT</b>
1	Other Priority Claims	Unimpaired	Deemed Accepted
2	Royal Bank of Canada	Secured Claims: Reduction of Claims to \$130 Million Dollars	Accept
3	General Unsecured Claims	Unimpaired	Deemed Accepted
4	MJM Interests	Cancellation of all Membership Interests and receipt of the MJM Payment	Accept

### **Notice of Commencement of Case**

2. The filing of the bankruptcy case automatically stays certain collection and other actions against the Debtor and the Debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Common examples of prohibited actions include (i) contacting the Debtor to demand repayment, (ii) taking action against the Debtor to collect money owed to creditors or to take property of the Debtor, (iii) terminating or changing the terms of existing contracts or agreements and (iv) starting or continuing foreclosure actions or repossessions. A creditor who is considering taking action



against the Debtor or the Debtor's property should review section 362 of the Bankruptcy code and may wish to seek legal advice.

**COMBINED HEARING ON THE ADEQUACY OF DISCLOSURE  
STATEMENT AND PREPETITION SOLICITATION PROCEDURES  
AND CONFIRMATION OF THE PLAN**

3. The combined hearing (the "Confirmation Hearing") to approve the adequacy of the Solicitation and Disclosure Statement and the Prepetition Solicitation Procedures and to confirm the Plan will commence on the 22nd day of December, 2010 at 10:00 a.m., prevailing Eastern time, or as soon thereafter as counsel can be heard, before the Honorable Shelly C. Chapman, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be continued from time to time (after consultation with Royal Bank of Canada and New Lipstick LLC) by announcing such continuance in open court, the agenda for such hearing, or otherwise, all without further notice to parties-in-interest. The Bankruptcy Court, in its discretion and prior to the Confirmation Hearing, may put in place additional procedures governing the Confirmation Hearing.

**DEADLINES AND PROCEDURES FOR FILING  
OBJECTIONS TO THE ADEQUACY OF THE SOLICITATION AND  
DISCLOSURE STATEMENT OR THE PREPETITION SOLICITATION  
PROCEDURES OR TO CONFIRMATION OF THE PLAN**

4. The Bankruptcy Court has established December 20, 2010 at 4:00 p.m., prevailing Eastern time, as the last date and time for filing an serving objections to the approval of the Solicitation and Disclosure Statement, the Prepetition Solicitation Procedures or confirmation of the Plan (the “Objection Deadline”). Objections not filed and served by the Objection Deadline in the manner set forth below may not be considered by the Bankruptcy Court.

5. In order to be considered by the Bankruptcy Court, objections, if any, to the Solicitation and Disclosure Statement, the Prepetition Solicitation Procedures or the Plan, as the case may be, must be in writing and must be both (i) filed by the Objection Deadline so as to be actually RECEIVED by the Clerk of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 and (ii) served on the following, so that they are actually RECEIVED by the Objection Deadline by: (a) counsel to the Debtors: Blank Rome, LLP, The Chrysler Building, 405 Lexington Avenue, New York, New York 10174, Attn: Marc E. Richards, Joel C. Shapiro and Scott F. Budzenski; (ii) Counsel to Royal Bank of Canada, Fried, Frank, Harris, Shriver & Jacobson LLP, One New York Plaza, New York, New York 10004, Attn: Gary Kaplan and Janice Mac Avoy; (iii) Counsel to New Lipstick LLC: Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, NY 10017, Attn: Kathrine A. McLendon; and (iv) the U.S. Trustee: The Office of the United States Trustee, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004, Attn: Andrea B. Schwartz. All objections must (i) be in writing, (ii) comply with the Bankruptcy Rules, the Local Rules for this Court and any other case management rules and orders of the Bankruptcy Court, (iii) set forth the

name of the objector and the nature and amount of any claim or interest asserted by the objector against the estate or property of the Debtors and (iv) state with particularity the legal and factual basis for such objection.

6. Persons wishing to obtain copies of the Solicitation and Disclosure Statement or the Plan may request copies from counsel to the Debtor. Requests from counsel to the Debtor MUST be made in writing and sent to Blank Rome LLP at the address set forth below:

Blank Rome, LLP  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174  
Facsimile: 212-885-5001  
Telephone: 212-885-5231  
Attn: Marc E. Richards,  
Joel C. Shapiro and Scott F. Budzenski

7. In addition, copies of the Solicitation and Disclosure Statement or the Plan are also available for inspection on the Court's website at <http://www.nysb.uscourts.gov>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access this information and can be obtained through PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Solicitation and Disclosure Statement or the Plan may also be examined between the hours of 9:00 a.m. and 4:30 p.m., Monday through Friday at the Office of the Clerk of the Bankruptcy Court, One Bowling Green, Room 511, New York, NY 10004-1408.

**THIS NOTICE IS NOT A SOLICITATION OF ACCEPTANCES OR REJECTIONS OF THE PLAN. SUCH ACCEPTANCES ALREADY HAVE BEEN SOLICITED IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THE MOTION.**

Dated: New York, NY  
November 16, 2010

**Respectfully submitted,**

**BLANK ROME LLP**

By: /s/ Marc E. Richards

Marc E. Richards  
Scott F. Budzenski  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174-0208  
Telephone: (212) 885-5000  
Facsimile: (212) 885-5001

-and-

Joel C. Shapiro  
Steven A. Shoumer  
One Logan Square  
130 North 18<sup>th</sup> Street  
Philadelphia, PA 19103  
Telephone: (215) 569-5500  
Facsimile: (215) 569-5555

*Proposed Counsel to Metropolitan 885 Third Avenue  
Leasehold, LLC*

**EXHIBIT D**

**Notice of Non-Voting Status**

BLANK ROME LLP  
Attorneys for Debtor  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174  
(212) 885-5000  
Marc E. Richards  
Joel C. Shapiro  
Steven A. Shoumer  
Scott F. Budzenski

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
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METROPOLITAN 885 THIRD AVENUE	:	Case No. 10-16103 (SCC)
LEASEHOLD, LLC,	:	
	:	Chapter 11 Case
Debtor.	:	
-----	X	

**NOTICE OF NON-VOTING STATUS TO UNIMPAIRED CLASSES<sup>1</sup>**

PLEASE TAKE NOTICE THAT on November 16, 2010, the United States Bankruptcy Court for the Southern District of New York (the “Court”) entered an order (the “Order”) scheduling a Hearing on the Confirmation of the Debtor’s Pre-packaged Chapter 11 Plan of Reorganization dated as of November 12, 2010 (as it may be amended, the “Plan”) filed by Metropolitan 885 Third Avenue Leasehold, LLC (the “Debtor”). The Debtor solicited votes to accept or reject the Chapter 11 Prepackaged Plan of Reorganization prior to the Commencement of the case.

**UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST OR INTEREST(S) IN THE DEBTOR IS/ARE NOT IMPAIRED, AND THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (i) DEEMED TO HAVE ACCEPTED THE PLAN AND (ii) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), YOU SHOULD CONTACT THE DEBTOR’S VOTING AGENT, BLANK ROME LLP, THE CHRYSLER BUILDING, 405 LEXINGTON AVENUE, NEW YORK, NY 10174, ATTN: JOEL C. SHAPIRO, ESQUIRE. THE VOTING AGENT IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE. PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.**

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<sup>1</sup> Unimpaired Classes consist of Class 1 (Other Priority Claims) and Class 3 (General Unsecured Claims).